

July 17, 2024

The Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
BSE SCRIP Code: 543425

The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
NSE Symbol: MAPMYINDIA

**Subject: Notice of the 29<sup>th</sup> Annual General Meeting**  
**Ref: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

We hereby inform you that **Annual General Meeting (AGM) is scheduled to be held on Friday, August 09, 2024 at 11:00 AM through Video Conferencing (VC)/Other Audio Visual Means (OAVM)** in compliance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars to transact the Ordinary and Special Businesses, as set out in the Notice of the 29<sup>th</sup> AGM.

Further the Notice convening the 29<sup>th</sup> AGM of the Company is sent on July 17, 2024 to all the Members of the Company whose e-mail addresses are registered with the Company / RTA / Depository Participant(s).

The Notice convening the 29<sup>th</sup> AGM and the Annual Report of the Company is also uploaded on the Company's website at [www.mapmyindia.com](http://www.mapmyindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

Kindly acknowledge the receipt of the same.

Thanking you.

Yours faithfully,  
**For C.E. Info Systems Limited**

**Saurabh Surendra Somani**  
**Company Secretary & Compliance Officer**

**Encl:**  
**1. Notice convening the 29th AGM**

**C.E. INFO SYSTEMS LIMITED**

Reg. Office: First, Second & Third Floor, Plot No. 237,  
Okhla Industrial Estate, Phase III, New Delhi-110020  
Corporate Identification Number (CIN): L74899DL1995PLC065551  
Tel No. 91 11 46009900  
Web: www.mapmyindia.com, email: cs@mapmyindia.com

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 29th ANNUAL GENERAL MEETING OF THE MEMBERS OF C.E. INFO SYSTEMS LIMITED WILL BE HELD ON FRIDAY, THE 9TH DAY OF AUGUST, 2024 11:00 A.M (IST) THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESSES:**

**Item No. 1 – Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2024:**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Auditors and Board of Directors thereon and, if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 134 of the Companies Act, 2013, the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March, 2024 and the Profit and Loss Accounts ended on that date, Cash Flow Statements along with the notes and schedules appended thereto and the reports of the Auditors and Board of Directors thereon, be and are hereby adopted.”

**Item No. 2 – Declaration & Payment of Dividend for the Financial Year ended 31st March, 2024:**

To declare the payment of Dividend of Rs. 3.50/- (175%) per Equity Share for the Financial Year ended 31st March, 2024 and, if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 123 of the Companies Act, 2013, and based on the recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded for declaration of dividend @ 175 % i.e. Rs. 3.50/- per equity share for the Financial Year ended 31st March, 2024 aggregating to Rs. 18,92,51,951/-.”

**Item No. 3 – Re-Appointment of Director:**

To appoint a Director in place of Mr. Rohan Verma (DIN: 01797489), who retires by rotation and being eligible, offers herself for re-appointment and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Rohan Verma (DIN: 01797489), who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby appointed as Director of the Company.

**SPECIAL BUSINESSES:**

**Item No. 4- To consider and approve appointment of Ms. Rashmi Verma (DIN: 00680868) as Whole Time Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, 196 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and Board of the Company, Ms. Rashmi Verma (DIN: 00680868) be and is hereby appointed as the Whole Time Director of the Company, from whom the Company has received the consent to act as Director of the Company, and being the Chief Technology Officer (CTO) of the Company, be designated as the Whole Time Director of the Company under the category of executive & promoter to hold office for a period of five years with effect from 13th May, 2024 to 12th May, 2029 at a remuneration of Rs. 1,50,00,000/- (Rupees one crore fifty lakh only) per annum and Performance based Incentive upto 150% of the remuneration, with a provision of an annual increment upto 10% of remuneration and she shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** if Company has no profit or its profit is inadequate in any financial year, the remuneration will be paid to him as minimum remuneration subject to the requirements and remuneration limits as prescribed in Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).”

**“RESOLVED FURTHER THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director and Mr. Saurabh Surendra Somani, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

**Item No. 5 - Appointment of Mr. Rajagopalan Sundar (DIN: 00008764) as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and other applicable law and pursuant to the provisions of the articles of association of the Company and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and Board of the Company, Mr. Rajagopalan Sundar, (DIN: 00008764), who has provided his consent in writing to act as an independent director of the Company, and has submitted a declaration in writing that he meets the criteria for appointment as an independent director under the Companies Act and who is eligible for appointment, be and is hereby appointed as an independent director of the Company to hold office for a period of three years from 13th May, 2024 to 12th May, 2027 and he shall not be liable to retire by rotation and shall be paid a sitting fees as may be determined by the Board from time to time.”

**“RESOLVED FURTHER THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director and Mr. Saurabh Surendra Somani, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

**Item No. 6 - Re-appointment of Mr. Shambhu Singh (DIN: 01219193) as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and pursuant to the provisions of Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable law and pursuant to the provisions of the articles of association of the Company and as recommended by the Nomination & Remuneration Committee and Board of the Company, Mr. Shambhu Singh, (DIN:01219193), who has provided his consent in writing to continue to act as an independent director of the Company, and has submitted a declaration in writing that he meets the criteria for appointment as an independent director under the Companies Act and who is eligible for re-appointment, be and is hereby re-appointed as an independent director of the Company for his second term to hold office for a period of five years from 27th July, 2024 to 26th July, 2029, and he shall not be liable to retire by rotation and shall be paid a sitting fees and as may be determined by the Board from time to time.”

**“RESOLVED FURTHER THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director and Mr. Saurabh Surendra Somani, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

**Item No. 7 – Re-appointment of Mr. Anil Mahajan (DIN: 00003398) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and pursuant to the provisions of Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable law and pursuant to the provisions of the articles of association of the Company and as recommended by the Nomination & Remuneration Committee and Board of the Company, Mr. Anil Mahajan, (DIN:00003398), who has provided his consent in writing to continue to act as an independent director of the Company, and has submitted a declaration in writing that he meets the criteria for appointment as an independent director under the Companies Act and who is eligible for re-appointment, be and is hereby re-appointed as an independent director of the Company for his second term to hold office for a period of five years from 27th July, 2024 to 26th July, 2029, and he shall not be liable to retire by rotation and shall be paid a sitting fees and as may be determined by the Board from time to time.”

**“RESOLVED FURTHER THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director and Mr. Saurabh Surendra Somani, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

**Item No. 8- Re-appointment of Mr. Kartheepan Madasamy (DIN: 03562906) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and pursuant to the provisions of Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable law and pursuant to the provisions of the articles of association of the Company and as recommended by the Nomination & Remuneration Committee and Board of the Company, Mr. Kartheepan Madasamy, (DIN:03562906), who has provided his consent in writing to continue to act as an independent director of the Company, and has submitted a declaration in

writing that he meets the criteria for appointment as an independent director under the Companies Act and who is eligible for re-appointment, be and is hereby re-appointed as an independent director of the Company for his second term to hold office for a period of three years from 31st July, 2024 to 30th July, 2027, and he shall not be liable to retire by rotation and shall be paid a sitting fees and as may be determined by the Board from time to time.”

**“RESOLVED FURTHER THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director and Mr. Saurabh Surendra Somani, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

**Item No. 9- Re-appointment of Ms. Tina Trikha (DIN: 02778940) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and pursuant to the provisions of Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable law and pursuant to the provisions of the articles of association of the Company and as recommended by the Nomination & Remuneration Committee and Board of the Company, Ms. Tina Trikha, (DIN:02778940), who has provided her consent in writing to continue to act as an independent director of the Company, and has submitted a declaration in writing that she meets the criteria for appointment as an independent director under the Companies Act and who is eligible for re-appointment, be and is hereby re-appointed as an independent director of the Company for her second term to hold office for a period of five years from 27th July, 2024 to 26th July, 2029, and she shall not be liable to retire by rotation and shall be paid a sitting fees and as may be determined by the Board from time to time.”

**“RESOLVED FURTHER THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director and Mr. Saurabh Surendra Somani, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

**Item No. 10- Approval of the material related party transaction(s) proposed to be entered into by the Company with Gtropy Systems Private Limited, subsidiary Company during the financial year 2024-25:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force,

if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and /or carrying out and / or continuing with existing contracts/arrangements/ transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Gtropy Systems Private Limited**, a related party of the Company, during the financial year 2024-25 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.”

**“RESOLVED FURTHER THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), Chairman and Managing Director of the Company and Mr. Saurabh Somani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

**“RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

**Item No. 11 – Approval for increasing the limit for giving guarantee or providing security in connection with loans availed by M/s Gtropy System Private Limited, Subsidiary of the company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 and Rules made there under, as amended from time to time, and as per the recommendation of the Audit Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded to increase the limit for giving guarantee or providing security in connection with any financial facility to be availed by M/s. Gtropy Systems Private Limited, a Subsidiary of the Company from the existing Rs. 15 Crores upto Rs. 30 Crores.”

**“RESOLVED FURTHER THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director, Mr. Anuj Kumar Jain, Chief Financial Officer (CFO) and/ or Mr. Saurabh Surendra Somani, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as in their absolute discretion they may think necessary, expedient or desirable to give effect to this resolution.”



Place: New Delhi By order of the Board of Directors for  
Date: 21.06.2024 C.E. INFO SYSTEMS LIMITED

Sd/-

Registered office:  
First, Second & Third Floor, Saurabh Surendra Somani  
Plot No. 237, Okhla Company Secretary &  
Industrial Estate, Compliance Officer  
Phase III, New Delhi 110020

## Notes

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 02/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 (Act) and the rules made thereunder on account of the threat posed by Covid-19", General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/ CIR/P/2021/11, SEBI/HODDHS/P/CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue till September, 2024. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue of 29th Annual General Meeting of the Company shall be the registered office of the Company.
2. Pursuant to the provisions of the Act, a **Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.** Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
3. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered

e-mail address to santosh@kritiadvisory.com with a copy marked to cs@mapmyindia.com. Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM. The Company has taken a certificate from Secretarial Auditor certifying that the ESOP Scheme viz. Employee Stock Option Plan, 2008 was implemented by the Company in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The said certificate shall be placed before the Members in the Meeting and is also available on the website of the Company at [www.mapmyindia.com](http://www.mapmyindia.com)
6. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company in New Delhi, National Capital Territory of Delhi during 10 A.M. to 5.00 P.M. on all working days of the Company upto the day of Annual General Meeting.
7. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4, 5, 6, 7, 8, 9 & 10 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3, 4, 5, 6, 7, 8 and 9 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment and approval of payment of remuneration at this AGM are also annexed.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), readwith MCA circulars & SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

10. The Annual report including Notice of the AGM for the FY 2023-24 will be circulated to all the Shareholders holding shares as on 12th July, 2024 only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 12th July, 2024 . In line with the MCA Circulars and SEBI Circulars, the Notice calling the AGM will be uploaded on the website of the Company at [www.mapmyindia.com](http://www.mapmyindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). Further the AGM Notice will be also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 3rd day of August, 2024 to Friday, the 9th day of August, 2024, (both days inclusive), for the purpose of AGM & payment of dividend. The dividend, if declared at the Annual General Meeting will be paid to all those Members, whose name appears on the Register of members of the Company at the closure of business hours on Friday, 2nd day of August, 2024.
12. Pursuant to the provisions of Sections 124 and 125 of the Act and Rules thereunder, any money transferred to the Unpaid Dividend Account of a Company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF).

Members who have not yet encashed the dividend in respect of the interim dividend declared by the Company for the Financial Year 2022-23 are requested to make their claims to the Company or to the Company's Registrar and Share Transfer Agent (RTA) i.e. Link Intime India Pvt. Ltd.

The following are the details of dividends declared by the Company and last date for claiming unpaid Dividend.

Sl. No.	Year	Date of Declaration of dividend	Nature of Dividend	Rate of Dividend per share of face value of Rs.2/- each	Last date for claiming unpaid Dividend
1	2022-23	01/09/2023	Final	150% (Rs. 3/- per share)	05/11/2030

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. All the securities of the Company are already in demat form.
14. SEBI vide its notification dated January 24, 2022 has

mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. All the securities of the Company are already in demat form.

15. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Link Intime India Private Limited in case the shares are held in physical form.
16. In line with MCA and SEBI circulars, the notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.mapmyindia.com](http://www.mapmyindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL <https://www.evotingindia.com>
17. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before **August 7, 2024** through email on [cs@mapmyindia.com](mailto:cs@mapmyindia.com). The same will be replied by the Company suitably.
18. All correspondence regarding shares of the Company should be addressed to the Company's Registrar and Transfer Agent, Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.
19. The Members are requested to register their e-mail ID or new e-mail ID (if there is any change in email ID which has already been registered with the, Depository Participant (for shares held in demat form) or Company (for shares held in physical form).

#### VOTING THROUGH ELECTRONIC MEANS:

- i) The remote e-voting period commences on Tuesday, the 6th day of August, 2024 (9.00 a.m. IST) and ends on Thursday, the 8th day of August, 2024 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, the 2nd day of August, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- ii) The Board of Directors have appointed Mr. Santosh

- Kumar Pradhan, Practicing Company Secretary (CP No. 7647) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iv) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, the 2nd day of August, 2024, subject to applicable laws.
- v) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password as per instructions mentioned in this Notice. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
20. The details of the process and manner for remote e-voting are explained herein below:
- i) The voting period begins on Tuesday, the 6th day of August, 2024 (9.00 a.m. IST) and ends on Thursday, the 8th day of August, 2024 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday, the 2nd day of August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- iii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- iv) The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- v) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- vi) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.mapmyindia.com](http://www.mapmyindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- viii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- ix) In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2024, or become due in the year 2024, to conduct their AGMs on or before 30/09/2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021 and 10/2022 dated December 28, 2022.
- The instructions of shareholders for e-voting and joining virtual meetings are as under:

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- x) The voting period begins on Tuesday, the 6th day of August, 2024 (9.00 a.m. IST) and ends on Thursday, the 8th day of August, 2024 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, the 2nd day of August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xi) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- xii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- xiii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

**Step 2 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

xiv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
  5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- xv) After entering these details appropriately, click on "SUBMIT" tab.
- xvi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xvii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xviii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xx) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xxi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xxii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xxiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xxiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xxv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xxvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@mapmyindia.com](mailto:cs@mapmyindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@mapmyindia.com](mailto:cs@mapmyindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@mapmyindia.com](mailto:cs@mapmyindia.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## OTHER INSTRUCTIONS:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the Scrutinizer Report to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mapmyindia.com](http://www.mapmyindia.com) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.

## STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 (3) OF THE SECURITIES EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### Item No. 4 - Appointment of Ms. Rashmi Verma (DIN: 00680868) as a Whole Time Director of the Company.

Ms. Rashmi Verma (DIN: 00680868) is an alumnus of IIT Roorkee, India obtained a Bachelor of Chemical Engineering with Distinction in 1977 and an MS from Eastern Washington University, USA in 1979. Ms. Rashmi Verma has a rich experience in technology, management, and entrepreneurship of over 40 years in

the IT industry. Leveraging her technical knowledge, she led MapmyIndia's pioneering and path breaking effort to create the foundation, framework, and architecture for a robust and scalable model of digital mapping in India. She received the distinguished alumnus award from IIT Roorkee in 2023

Based on the recommendation of Nomination and Remuneration Committee and Board in their respective meetings held on 10th May, 2024 and 13th May, 2024, Ms. Rashmi Verma (DIN: 00680868) was appointed as an Additional cum Whole Time Director of the company to hold office for a term of five years from 13th May, 2024 to 12th May, 2029. Further the appointment of Ms. Rashmi Verma as an Additional cum Whole Time Director of the company shall require the approval of members of the company as required under Section 161 of the Companies Act, 2013 and Schedule V of the Companies Act, 2013 and SEBI Regulations.

The proposed resolution does not relate to or affect the business interest of any other Company in which other promoters, directors, manager or key Managerial personnel have substantial interest.

None of the director and key Managerial personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out in Item No. 4 except Ms. Rshmi Verma, being the proposed appointee and Mr. Rakesh Kumar Verma, Mr. Rohan Verma & Ms. Rakhi Prasad, being relatives of Ms. Rashmi Verma.

The directors recommend the said resolution for the approval of the members of the company by way of an Ordinary Resolution.

**Item No. 5: Appointment of Mr. Rajagopalan Sundar, (DIN: 00008764) as an Independent Director of the company;**

Mr. Rajagopalan Sundar (DIN: 00008764), was appointed as an Additional Non-executive & Independent Director of the Company by the Board in its Meeting held on 13th May, 2024 based on the recommendation of the Nomination & Remuneration Committee of the Company to hold office for a period of 3 years effective from 13th May, 2024 to 12th May, 2027. He is B.A. in Economics from university of Madras. After an illustrious career in tech and media, Mr. Rajagopalan Sundar is now an advisor, mentor & board member for various start-ups. He is also currently India Advisory Board member of Global India International School, Singapore. In the past, he spent 35 years working for the Times of India Group, and notably was CEO of Times Business Solutions Ltd, the internet division of TOI and the founder of Magicbricks.com, Timesjobs.com, Simplymarry.com and Techgig.com. He was a long standing Director responsible for marketing, ad sales, Brand, corporate office of the Times Group working closely with the owners. He was on the board of the various group companies of The Times, as well.

The brief profile of Mr. Rajagopalan Sundar (DIN: 00008764), is available for inspection at the Registered Office of the Company in New Delhi, National Capital Territory of Delhi during 10 A.M. to 5.00 P.M. on all working days of the Company upto the day of the Annual General Meeting. Mr. Rajagopalan Sundar (DIN: 00008764), who

was appointed as an Additional Independent Director of the Company w.e.f 13th May, 2024 in accordance with the provisions of Section 149 & 161 of the Companies Act, 2013 and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is proposed to be confirmed as an Independent Director of the Company to hold office for a period of 3 years from 13th May, 2024 by the Members of the Company by way of a special resolution as required under Regulation 25(2A) of the SEBI Regulations.

The Board considers it desirable that the Company should continue to avail his valuable services, who is fulfilling the criteria of independence and hence recommends his appointment as Director of the Company.

The proposed resolution does not relate to or affect the business interest of any other Company in which the promoter, director, manager or key Managerial personnel have substantial interest.

None of the director and key Managerial personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out in **Item No. 5** except Mr. Rajagopalan Sundar.

The directors recommend the said resolution for the approval of the members of the company by way of a **Special Resolution**.

**Item No. 6: Re-appointment of Mr. Shambhu Singh (DIN: 01219193), as an Independent Director of the company;**

Mr. Shambhu Singh (DIN: 01219193) is an Independent Director of our Company. He holds a master's degree in economics from the Patna University. He is a retired IAS officer and the last position he held before retirement was Special Secretary and Financial Advisor in Ministry of Road, Transport and Highways, Government of India. He has significant experience in government administrative services and has served on the board of directors of various public sector undertakings such as Central Electronic Limited, Dredging Corporation of India Limited, Shipping Corporation of India Limited, Indian Tourism Development Corporation Limited, and India Port Rail & Ropeway Corporation Limited during his tenure as an IAS officer. The Members of the Company, in their 26th AGM held on 30th September 2021, approved the appointment of Mr. Shambhu Singh as an Independent Director of the company and his term will expire on 26th July, 2024.

Based on the recommendation of the Nomination and Remuneration Committee and Board in their respective meetings held on 10th May, 2024 and 13th May, 2024, Mr. Shambhu Singh is proposed to be re-appointed as an Independent Director of the company for his 2nd term of five years from **27th July, 2024 to 26th July, 2029**. Further the appointment of Mr. Shambhu Singh as an Independent Director of the company shall require the approval of members of the company by way of a special resolution as required under Section 149 of the Companies Act, 2013 and Regulation 25(2A) of the SEBI Regulations.

The proposed resolution does not relate to or affect the business interest of any other Company in which the promoter, director, manager or key Managerial personnel have substantial interest.



None of the director and key Managerial personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out in **Item No. 6** except Mr. Shambhu Singh.

The directors recommend the said resolution for the approval of the members of the company by way of a **Special Resolution**.

**Item No. 7: Re-appointment of Mr. Anil Mahajan (DIN: 00003398), as an Independent Director of the company:**

Mr. Anil Mahajan (DIN: 00003398), is an Independent Director of our Company. He holds a master's degree in arts from the Punjab University and is member of the Institute of Company Secretaries of India. He has significant experience in the field of corporate affairs and governance, including corporate law and strategy. He is presently a director on the board of Kriti Advisory Services Private Limited, a management consulting company engaged in advising corporates in the areas of corporate governance, corporate laws, corporate strategies, and FEMA matters. The Members of the Company, in their 26th AGM held on 30th September, 2021, approved the appointment of Mr. Anil Mahajan as an Independent Director of the company and his term will expire on 26th July, 2024.

Based on the recommendation of Nomination and Remuneration Committee and Board in their respective meetings held on 10th May, 2024 and 13th May, 2024, Mr. Anil Mahajan is proposed to be re-appointed as an Independent Director of the company for a his 2nd term of five years from **27th July, 2024 to 26th July, 2029**. Further the appointment of Mr. Anil Mahajan as an Independent Director of the company shall require the approval of members of the company by way of a special resolution as required under Section 149 of the Companies Act, 2013 and Regulation 25(2A) of the SEBI Regulations.

The proposed resolution does not relate to or affect the business interest of any other Company in which the promoter, director, manager or key Managerial personnel have substantial interest.

None of the director and key Managerial personnel of the Company and their relatives are concerned or interested financially or otherwise, in the **resolution set out in Item No. 7** except Mr. Anil Mahajan.

The directors recommend the said resolution for the approval of the members of the company by way of a **Special Resolution**.

**Item No. 8: Re-appointment of Mr. Kartheepan Madasamy (DIN: 03562906), as an Independent Director of the company:**

Mr. Kartheepan Madasamy (DIN: 03562906), is an Independent Director of our Company. He holds a bachelor's degree in electronics and communication engineering from the College of Engineering, Anna University and a master's in electrical engineering from the University of Michigan. He also holds a master's degree in business administration from the University of Chicago, Booth School of Business. He is an experienced venture capital professional and has a technology background in operations and investments across various

technologies such as automation and robotics. He has previously worked with Qualcomm Ventures, White Eagle Systems Technology Inc, and Rocktron Corporation. The Members of the Company, in their 26th AGM held on 30th September, 2021, approved the appointment of Mr. Kartheepan Madasamy as an Independent Director of the company and his term will expire on 30th July, 2024.

Based on the recommendation of Nomination and Remuneration Committee and Board in their respective meetings held on 10th May, 2024 and 13th May, 2024, Mr. Kartheepan Madasamy is proposed to be re-appointed as an Independent Director of the company for a his 2nd term of three years from **30th July, 2024 to 29th July, 2027**. Further the appointment of Mr. Kartheepan Madasamy as an Independent Director of the company shall require the approval of members of the company by way of a special resolution as required under Section 149 of the Companies Act, 2013 and Regulation 25(2A) of the SEBI Regulations.

The proposed resolution does not relate to or affect the business interest of any other Company in which the promoter, director, manager or key Managerial personnel have substantial interest.

None of the director and key Managerial personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out in **Item No. 8** except Mr. Kartheepan Madasamy.

The directors recommend the said resolution for the approval of the members of the company by way of a **Special Resolution**.

**Item No. 9: Re-appointment of Ms. Tina Trikha (DIN: 02778940), as an Independent Director of the company:**

Ms. Tina Trikha (DIN: 02778940), is an Independent Director of our Company. She holds a bachelor's degree of science in economics from the Massachusetts Institute of Technology, U.S.A., and a master's degree in business administration from the Wharton School of Business, University of Pennsylvania, U.S.A. She is an associate certified coach and holds a certification from the International Coaching Federation. She has significant experience in the field of finance, strategy, product management and investment banking and has previously worked with Credit Suisse First Boston, McKinsey & Company, American Express, and Godrej Industries Limited. The Members of the Company, in their 26th AGM held on 30th September, 2021, approved the appointment of Ms. Tina Trikha as an Independent Director of the company and her term will expire on 26th July, 2024.

Based on the recommendation of Nomination and Remuneration Committee and Board in their respective meetings held on 10th May, 2024 and 13th May, 2024, Ms. Tina Trikha is proposed to be re-appointed as an Independent Director of the company for her 2nd term of five years from **27th July, 2024 to 26th July, 2029**. Further the appointment of Ms. Tina Trikha as an Independent Director of the company shall require the approval of members of the company by way of a special resolution as required under Section 149 of the Companies Act, 2013 and Regulation 25(2A) of the SEBI Regulations.

The proposed resolution does not relate to or affect the

business interest of any other Company in which the promoter, director, manager or key Managerial personnel have substantial interest.

None of the director and key Managerial personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out in **Item No. 9** except Ms. Tina Trikha.

The directors recommend the said resolution for the approval of the members of the company by way of **Special Resolution**.

The details of the proposed material related party transaction is as mentioned below:

Particulars	Details
Name of the Related Party	Gtropy Systems Private Limited
Type of transaction	Purchase of IoT goods & services
Material terms and particulars of the proposed Transaction	As per terms & conditions of the Agreement dated 3rd January, 2022 entered between Company and Gtropy Systems Private Limited
Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	C.E. Info Systems Limited is the Holding Company of Gtropy Systems Private Limited
Tenure of the proposed transaction	2024-25
Value of the proposed transaction	For an amount not exceeding Rs. 80 Crores
Value of RPT as % of – Company's audited consolidated annual turnover of Rs. 37942 Lakhs, for the financial year 2023-2024. • Subsidiary's annual standalone turnover for the financial year 2023-24 Rs. 10251 Lakhs	21.08%
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N.A
(i) Details of financial indebtedness incurred	N.A
(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A
(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	N.A
Justification as to why the RPT is in the interest of the Company.	IoT is the key part of business of the Company, the proposed related party transaction with Gtropy will help in growth of overall business of the Company.
Copy of the valuation or other external party report, if any such report has been relied upon.	N.A
Any other information relevant or important for the members to take a decision on the proposed transaction.	N.A

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolutions as set out in Item no. 10 of this Notice, for approval by the Members of the Company by way of an ordinary resolution.

The proposed resolution does not relate to or affect the business interest of any other Company except Gtropy Systems Private Limited in which the promoter, director,

**Item No. 10- Approval of the material related party transaction(s) proposed to be entered into by the Company with its Subsidiary during the financial year 2024-25:**

Particulars of proposed material related party transactions to be entered by the Company with Gtropy Systems Private Limited:

The Audit Committee and the Board in its respective meeting held on 21st June, 2024 proposed to enter into material related party transaction with its subsidiary company viz. M/s Gtropy Systems Private Limited for the FY 2024-25.

manager or key Managerial personnel have substantial interest.

Mr. Rakesh Kumar Verma, Ms. Rashmi Verma, Mr. Rohan Verma and Ms. Rakhi Prasad and their relatives and Mr. Anil Mahajan, Non-Executive Director are deemed to be concerned or interested financially or otherwise, in the resolution set out in **Item No. 10**.

The directors recommend the said resolution for the approval of the members of the company by way of **Ordinary Resolution.**

**Item No. 11:**

The Company is expected to extend support for the business requirements of its Group Companies from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of giving guarantee or providing security in connection with any financial assistance to be availed by M/s. Gtropy Systems Private Limited, a Subsidiary Company, in which Mr. Rakesh Kumar Verma and Mr. Anil Mahajan, Directors of the Company are also Directors. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of giving guarantee or provide security to such entities, for their principal business activities. The Members in its Annual General Meeting held on 15th September, 2022 had approved to give a guarantee or provide any security upto an amount not exceeding of Rs. 15 Crores in connection with any financial

facility to be availed by M/s. Gtropy Systems Private Limited, a Subsidiary of the Company. Now, based on the recommendation of the Audit Committee, the Board of Directors approved the proposal for increasing this limit of giving guarantee or provide any security upto an amount not exceeding of Rs. 30 Crores to be given to M/s. Gtropy Systems Private Limited after taking the requisite approval from the members of the Company by way of a special resolution.

The proposed resolution does not relate to or affect the business interest of any other Company except Gtropy Systems Private Limited in which the promoter, director, manager or key Managerial personnel have substantial interest.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 except Mr. Rakesh Kumar Verma, Managing Director and his relatives and Mr. Anil Mahajan, Non-executive Independent Director of the Company.

The directors recommend the said resolution for the approval of the members of the Company by way of a special Resolution.

Place: New Delhi  
Date: 21.06.2024

By order of the Board of Directors for  
C.E. INFO SYSTEMS LIMITED

Sd/-

Registered office:  
First, Second & Third Floor,  
Plot No. 237, Okhla Industrial Estate,  
Phase III, New Delhi 110020

Saurabh Surendra Somani  
Company Secretary & Compliance Officer

**Disclosure as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment or re-appointment or revision of remuneration:**

S. No.	Particulars	Ms. Rohan Verma	Ms. Rashmi Verma	Mr. Rajagopalan Sundar	Mr. Shambhu Singh
1	DIN	01797489	00680868	00008764	01219193
2	Date of Birth & Age	31/08/1985, 39 years	28/03/1956, 68 years	04/02/1956 68 years	28/12/1959 64 years
3	Date of Appointment	26/08/2021	13/05/2024	13/05/2024	27/07/2021
4	Qualifications	Bachelor's degree in electrical engineering from the Stanford University, U.S.A., and a Master's degree of business administration from the London Business School in 2015	Bachelors of Chemical Engineering from IIT Roorkee and MS from Eastern Washington University, USA	BA Economics University of Madras	BA (Hons) Economics, MA Economics

5	Nature of Expertise in specific functional areas	Industry Experience, Technical, Management & Leadership skill	Industry Experience, Technical, Management & Leadership Skills	Technical, Management & Leadership Skills	Technical, Management & Leadership Skills
6	Experience	19 years	45 years	39 years	38 years
7	Directorship held in other listed entities	01	Nil	Nil	Patel Engineering Limited
8	Number of Board Meeting attended during FY 2023-24	6	Nil	Nil	6
9	Terms and Conditions of appointment or re-appointment	As per the resolution at item no. 3 of this Notice	She is appointed as Whole Time Director for the period of 5 years w.e.f 13 <sup>th</sup> May, 2024.	He is appointed as Independent director for the period of 3 years w.e.f 13 <sup>th</sup> May, 2024.	He is appointed as Independent director for the period of 5 years w.e.f 27 <sup>th</sup> July, 2024.
10	Other Directorship	1. Infidreas Industries Private Limited 2. Kogo Tech Labs Private Limited 3. Zenithra Tech Private Limited	1. Chirag Associates Private Limited 2. Zenithra Tech Private Limited	Paws and Play Private Limited	1. Panaaya Technologies Private Limited 2. Indic History Awareness & Research Association 3. Contra Computing Private Limited 4. Patel Engineering Limited
11	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	Nil	Nil	Nil	Nil
12	Number of Shares held in the Company	2,84,786	5153589	Nil	Nil
13	Relationship with any Director (s) of the Company	Son of Mr. Rakesh Kumar Verma, Chairman and Managing Director and Ms. Rashmi Verma, Whole Time Director and CTO of the Company and Brother of Ms. Rakhi Prasad, Non Executive Director of the Company.	Wife of Mr. Rakesh Kumar Verma, Chairman & Managing Director, and mother of Mr. Rohan Verma, CEO and Executive Director and Ms. Rakhi Prasad, Non-Executive Director of the Company.	He is not directly or indirectly related to any other director of the Company.	He is not directly or indirectly related to any other director of the Company.

S. No.	Particulars	Mr. Anil Mahajan	Mr. Kartheepan Madasamy	Ms. Tina Trikha
1	DIN	00003398	0356 2906	02778940
2	Date of Birth & Age	11/07/1964 60 Years	06/12/1972 52 years	09/07/1975 49 years
3	Date of Appointment	27/07/2021	30/07/2021	27/07/2021



4	Qualifications	MA, FCS	Bachelor's in electronics and communication engineering from College of Engineering, Guindy in Chennai, India, and a master's in electrical engineering from the University of Michigan. Mr. Kartheepan also holds an MBA from the University of Chicago Booth School of Business. Mr. Kartheepan is also a Kauffman Fellow	MBA, CPCC, ACC
5	Nature of Expertise in specific functional areas	Technical, Management & Leadership Skills	Industry Experience, Technical, Management & Leadership Skills	Technical, Management & Leadership Skills
6	Experience	33 years	30 years	26 years
7	Directorship held in other listed entities	Nil	Nil	1. Hero Motocorp Limited 2. Oberoi Realty Limited 3. Shriram Pistons and Rings Limited
8	Number of Board Meeting attended during FY 2022-23	6	5	5
9	Terms and Conditions of appointment or re-appointment	He is appointed as Independent director for the period of 5 years w.e.f 27 <sup>th</sup> July, 2024.	He is appointed as Independent director for the period of 3 years w.e.f 31 <sup>st</sup> July, 2024.	She is appointed as Independent director for the period of 5 years w.e.f 31 <sup>st</sup> July, 2024.
10	Other Directorship	1. Kriti Advisory services Private Limited 2. Kare India Insurance Brokers Private Limited 3. Kriti Mercantile Private Limited 4. Prahar Foundation (Public Charitable Trust) 5. Instantpay India Limited	Nil	SCP India Advisors LLP
11	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	Nil	Nil	1. Chairperson of Audit Committee and member of CSR Committee in Hero Motocorp Limited 2. Member of Audit Committee, NRC and Risk Management Committee in Oberoi Realty Limited
12	Number of Shares held in the Company	Nil	Nil	Nil
13	Relationship with any Director (s) of the Company	He is not directly or indirectly related to any other director of the Company.	He is not directly or indirectly related to any other director of the Company.	She is not directly or indirectly related to any other director of the Company.

Place: New Delhi  
Date: 21.06.2024

By order of the Board of Directors for  
C.E. INFO SYSTEMS LIMITED

Sd/-

Registered office:  
First, Second & Third Floor,  
Plot No. 237, Okhla Industrial Estate,  
Phase III, New Delhi 110020

Saurabh Surendra Somani  
Company Secretary & Compliance Officer